

# **EXHIBIT 7**

LAW OFFICES OF  
**PETER J. BABOS**  
4640 ADMIRALTY WAY  
SUITE 800  
MARINA DEL REY, CALIFORNIA 90292  
TELEPHONE (310) 577-0014 FAX (310) 577-0032  
eFAX (310) 388-5507

**FACSIMILE COVER SHEET**

TO: *Jim Harkness*  
COMPANY: *Sanitec West*

FAX NO: *(818) 769-1601*

DATE: *11-17-03*

FROM: PETER J. BABOS, ESQ.

RE: *Sanitec, Ltd. stock ownership*

NUMBER OF PAGES INCLUDING COVER SHEET: *6*

MESSAGE: *Jim - Here is the chain of Worldwide owning Ltd. (formerly Sanitec, Inc.) + Worldwide being owned 51% by Windsor Holdings, LLC (102 shares) and 49% by Salem Associates, Inc. (Jeff Weinstein) - (98 shares).*

PJB

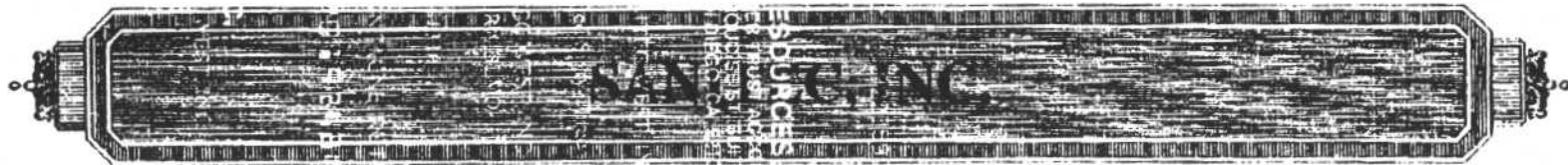
**IF YOU HAVE ANY QUESTIONS REGARDING THE FAXED INFORMATION, PLEASE CONTACT OUR OFFICE AT THE TELEPHONE NUMBER LISTED ABOVE.**

This message is intended only for the use of the individual or entity to which it is addressed and may contain information that is privileged, confidential and exempt from disclosure under applicable law. If the reader of this message is not the intended recipient or the employee or agent responsible for delivering the message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone, and return the original message to us via postal service. Thank you.

NOV 17 2003 4:59PM PETER J BRUBS

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TOTAL AUTHORIZED ISSUE  
1,000 SHARES PAR VALUE \$1.00 EACH

Not Subject to  
Certain Restrictions

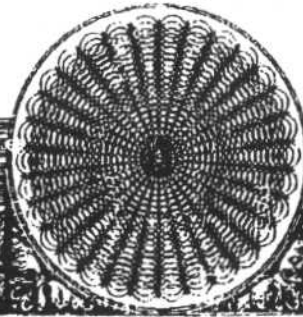
This is to Certify that Sanitec Worldwide, Ltd. is the owner of

\*\*\*\*\* One Thousand (1,000) \*\*\*\*\*

*fully paid and  
non-assessable shares of the above Corporation transferable only on the books of the  
Corporation by the holder hereof in person or by duly authorized Attorney upon  
surrender of this Certificate properly endorsed.*

*Witness, the seal of the Corporation and the signatures of its duly authorized officers.*

*Dated as of April 11, 2001*



Certificate No.'s

1 & 2 of Sanitec Worldwide, Ltd.



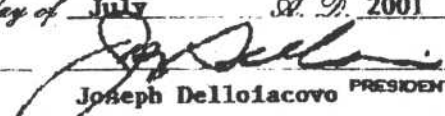
were cancelled & voided -

Never Issued.

~~\_\_\_\_\_~~



Certificate No. 3 For 100 Shares Issued to Windsor Holdings, LLC Transferred from 922468  
 Dated as of July 27 2001 Receipt acknowledged 1 1  
 No. Original Certificate No. Original Shares No. Of Shares Transferred

NUMBER	INCORPORATED UNDER THE LAWS OF	SHARES
	THE STATE OF DELAWARE	
 <b>SANITEC WORLDWIDE, LTD.</b> 1,000 SHARES COMMON STOCK, NO PAR VALUE		
This Certifies that <u>Windsor Holdings, LLC</u> is the owner of ***** One hundred (100) ***** <u>fully paid</u> and non-assessable Shares of the Capital Stock of the above named Corporation transferable only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this Certificate properly endorsed. In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed <u>on the 27th day of July</u> <u>A. D. 2001</u> <div style="display: flex; justify-content: space-between;"> <div>   <b>Jeffrey J. Weinstein</b> / SECRETARY                 </div> <div>   <b>Joseph Delloiacovo</b> PRESIDENT                 </div> </div>		

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S-PB000110



NOV 17 2003 5:06PM PETER J BRBOS

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Certificate No. 4 For 98 Shares Issued to Salem Associates, Inc. Transferred from 922468  
 Dated \_\_\_\_\_ Receipt acknowledged \_\_\_\_\_  
 No. Original Certificate No. Original Shares No. Of Shares Transferred

NUMBER	SHARES
10	1000

THE STATE OF HAWAII

**Fidelity Investments**

**SANITEC WORLDWIDE, LTD.**

1,000 SHARES COMMON STOCK, NO PAR VALUE

**This Certifies that** SALEM ASSOCIATES, INC. *is the owner of*

\*\*\* Ninety Eight (98) \*\*\*\* *fully paid*

*and non-assessable Shares of the Capital Stock of the above named Corporation transferable only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this Certificate properly endorsed.*

*In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed this* 11th *day of* June *of* 2002

*Jeffrey J. Weinsten* **SECRETARY** *Terrance Quinn* **Chairman of the Board**

**Jeffrey J. Weinsten** **Terrance Quinn**

S-PB000111



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Certificate No. 5 For 2 Shares Issued to Windsor Holdings, LLC Transferred from 922468  
 Dated \_\_\_\_\_ Receipt acknowledged \_\_\_\_\_  
 No. Original Certificate \_\_\_\_\_ No. Original Shares \_\_\_\_\_ No. Of Shares Transferred \_\_\_\_\_

NUMBER	SHARES
5	2

THE STATE OF  
DELAWARE

**SANITEC WORLDWIDE, LTD.**  
 1,000 SHARES COMMON STOCK, NO PAR VALUE

**This Certifies that** WINDSOR HOLDINGS, LLC **is the owner of**  
\*\*\* Two (2) \*\*\* **fully paid**  
**and non-assessable Shares of the Capital Stock of the above named Corporation**  
**transferable only on the books of the Corporation by the holder hereof in person or**  
**by duly authorized Attorney upon surrender of this Certificate properly endorsed.**

**In Witness Whereof,** the said Corporation has caused this Certificate to be signed by its duly authorized officers  
 and its Corporate Seal to be hereunto affixed this 11th day of June, A.D. 2002.

[Signature]  
 TREASURER SECRETARY  
 Jeffrey J. Weinsten

[Signature]  
 Chairman of the Board  
 Terrance Onip

S-PB000112




Certificate No. 1 For 100 Shares Issued to Terrance Quinn

Transferred from

No. Original Certificate No. Original Shares No. Of Shares Transferred

Dated November 14 1999 Receipt acknowledged

NUMBER	INCORPORATED UNDER THE LAWS OF	SHARES
1	THE STATE OF DELAWARE	100

  
**SANITEC WORLDWIDE, LTD.**  
 1,000 SHARES COMMON STOCK, NO PAR VALUE

*never issued*

This Certifies that Terrance Quinn is the owner of  
 \*\*\*\*\* One hundred \*\*\*\*\* *fully paid*  
 and non-assessable Shares of the Capital Stock of the above named Corporation  
 transferable only on the books of the Corporation by the holder hereof in person or  
 by duly authorized Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers  
 and its Corporate Seal to be hereunto affixed this 14th day of November A. D. 1999

\_\_\_\_\_  
 TREASURER / SECRETARY

\_\_\_\_\_  
 PRESIDENT



922468

Certificate No. 2 For 100 Shares Issued to Windsor Holdings, LLC

Transferred from

No. Original Certificate No. Original Shares No. Of Shares Transferred

d as of November 14, 1999 Receipt acknowledged

NUMBER

SHARES

THE STATE OF  
DELAWARE

## SANITEC WORLDWIDE, LTD.

1,000 SHARES COMMON STOCK, NO PAR VALUE

*Not Issued*  
*SH*

*This Certifies that* Windsor Holdings, LLC *is the owner of*

\*\*\*\*\* One Hundred (100) \*\*\*\*\*

*fully paid and non-assessable Shares of the Capital Stock of the above named Corporation transferable only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this Certificate properly endorsed.*

*In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed this 14th day of November A. D. 1999*

Jeffrey Weinsten ~~SECRETARY~~ / SECRETARY

Joseph Delloiaco PRESIDENT

S-PB000114

# **EXHIBIT 8**



GOODMAN WEISS MILLER LLP  
100 ERIEVIEW PLAZA, 27TH FLOOR  
CLEVELAND, OHIO 44114-1882

TELEPHONE: (216) 606-3399  
FAX: (216) 363-5839

January 23, 2003

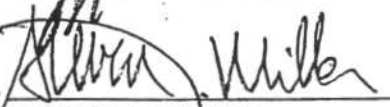
AGREEMENT

- Sanitec West & James Harkess*  
*as a deposit to fund*
- *Sanitec West & James Harkess* effectuates immediate \$60,000 (the "Amount") wire transfer to Goodman Weiss Miller LLP for its representation of Salem Associates Inc. ("Salem") and Jeffrey J. Weinsten ("Weinsten") *(Miller e 325/hr.; Smith e 185/hr.)*
  - The Amount constitutes a loan to Salem and Weinsten.
  - Salem and Weinsten pledge to Harkess *as security for repayment of the Amount* or his designee ownership interest in Sanitec Ltd.; Salem/Weinsten retain all voting rights notwithstanding pledge.
  - Repayment of the Amount is due starting six months after entry of judgment in trial.
  - At the time repayment of the Amount is due, Salem and Weinsten determine, in their sole discretion, whether to repay the Amount or relinquish the pledged stock in full satisfaction.
  - Repayment of the Amount, if elected, will be made at the rate of \$10,000 per month (no interest) starting on the 15<sup>th</sup> day of the seventh month after judgment is entered in trial.
  - Salem immediately releases its pending consulting bills to Sanitec West in the approximate amount of \$38,500.

SALEM ASSOCIATES INC.

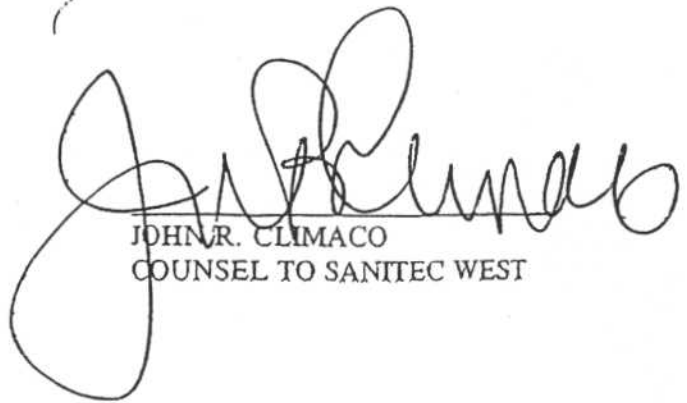
BY: 

JEFFREY J. WEINSTEN

  
STEVEN J. MILLER  
COUNSEL TO SALEM AND WEINSTEN

SANITEC WEST

BY: 

  
JOHN R. CLIMACO  
COUNSEL TO SANITEC WEST